

Assessor's Parcels 44-51A, 44-53, 44-53A, part, & 44-54A, part
LeRose Properties LLC & Theatre Square LC
Murphy Express

RC _____
June 24, 2016

PROFFERS

LeRose Properties LLC and Theatre Square LC, ("the Applicants"), have applied for a Proffer Amendment for Assessor's Parcels 44-51A, 44-53, 44-53A, part & 44-54A, part consisting of approximately 2.4731 acres (the "Property") in the B-2, Urban Commercial Zoning District and hereby proffers that the use and development of the subject property shall be in substantial conformance with the following conditions. In the event the above-referenced proffer amendment is not approved as applied for by the Applicant, the below-described proffers shall be withdrawn and are automatically null and void and of no further force and effect. In the event the Proffer Amendment is approved, it shall take effect and shall thereafter apply to the subject parcels identified above. The conditions shall be deemed accepted by the Stafford County Board of Supervisors (the "Board") upon approval of the proffer amendment.

Whenever the terms of the Proffers refer to the affirmative obligations of the Applicant to make improvements to the Property or the public roads, the term Applicant shall refer to the owner(s) of the Property at the time of initial development of the Property, their successors and assigns.

I. Transportation.

A. Site Access. Subject to VDOT and County approval, the Property shall be accessed by a total of two (2) entrances on Warrenton Road: one (1) full entrance located across from Cardinal Forest Drive, that will be shared with an adjacent parcel and (1) right-in, right-out entrance located in the approximate area shown on the Generalized Development Plan ("GDP"),

dated May 30, 2016 and prepared by GreenbergFarrow. In addition, the Applicant shall design and provide interparcel connections on the Property to adjoining parcels in the general location shown on the GDP.

B. Optimize Timing of Traffic Signal. Subject to VDOT and County approval, the Applicants shall optimize the timing on the existing traffic signal at the intersection of Warrenton Road and Cardinal Forest. Said improvement shall be completed on or before the issuance of the first occupancy permit for the Property.

C. Extend Storage of Northbound Left Turn Lane on Warrenton Road. Subject to VDOT and County approval, the Applicants shall extend the storage of the Northbound Left Turn Lane onto Warrenton Road a maximum of 460 feet, on or before the issuance of an occupancy permit for a use on Out Lot A of the Property.

II. Permitted Uses.

A. Uses on the Property. All uses allowed in the B-2, Urban Commercial Zoning District shall be permitted, except that the following uses shall not be constructed and allowed on the Property: 1) Adult Businesses as defined by Stafford Zoning Ordinance Section 28-25; 2) Building material sale and storage yard and mulch sale, but this exclusion shall not be deemed to prohibit or otherwise restrict a general retail store; 3) Funeral Home; and 4) Indoor Flea Market.

B. Maximum Vehicle Trips Within Overall Project. The combined uses constructed and/or operated on the Property (defined as Parcels 44-51A, 44-53, 44-53A, part & 44-54A, part) shall not result in more than 4,241 average vehicle trips per day, as calculated by the latest edition of the ITE manual. The Applicant shall submit a running tabulation of vehicle trips per day for each use as a part of the review of each construction plan submitted for the Project, but in

no case shall be responsible for furnishing additional studies, traffic counts, or other interpretation other than the data available in the latest edition of the ITE manual.

III. Architectural Design.

A. Building Materials. In order to provide for a harmonious, compatible and appealing design of the overall development, the primary exterior material for all buildings (except for doors, windows, and accent areas) shall be brick. Limited use of EIFS shall be permitted for such architectural elements as cornices, soffits, columns, accent areas, and building sign areas. All buildings shall utilize compatible colors and materials. EIFS is defined as an Exterior Insulation and Finish System. All buildings shall utilize compatible colors and materials.

B. Building Design. The exterior of all buildings shall conform to the Architectural Design Guidelines contained within the Comprehensive Plan. The building design of the automobile fuel station and convenience store, including gas pump canopy, shall be designed with similar features as shown in the rendering included within the GDP produced by BRR Architecture dated March 31, 2016. All other buildings on the Property shall utilize compatible colors and materials. Nothing herein shall be construed to prohibit a national and/or regional retail user of this building on the Property from reasonably employing general features of its prototype architectural design, provided the building design and colors are consistent with this paragraph.

IV. Signage. The color, design, and materials of all signs shall be coordinated with the architectural design of the buildings on the Property and shall be consistent with the Architectural Design Guidelines within the Comprehensive Plan. The signs for the a automobile fuel station and convenience store shall be designed with similar features as shown in the rendering included within the GDP produced by BRR Architecture dated March 31, 2016.

V. Building Height. Any building located on the Property shall be no more than 30 feet tall, exclusive of appurtenances located above the roof that are not intended for human occupancy, with the exception of an office building. In the event that a three-story building is constructed on the Property, the maximum height of the building shall be no more than three floors or 55 feet.

VI. Consolidation of Parcels. The Applicant shall vacate the existing parcel lines and consolidate the Property prior to the issuance of any site disturbance permit for the Property.

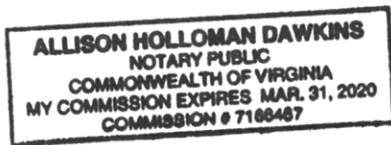
LeRose Properties, LLC

By [Signature]
Name: PATRICIA LEROSE
Title: Owner

COMMONWEALTH/STATE OF VIRGINIA
COUNTY/CITY OF STAFFORD, to wit:

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that Patricia LeRose, has personally acknowledged the same before me in my aforesaid jurisdiction for the corporation.

GIVEN under my hand and seal his 6th day of July, 2016.



[Signature]
Notary Public

My commission expires: 03/31/2020

Theatre Square LC

By F.T. Shaver
Name: Fred Shaver
Title: Managing member

COMMONWEALTH/STATE OF Virginia
COUNTY/CITY OF Richmond, to wit:

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that Fred T. Shaver, has personally acknowledged the same before me in my aforesaid jurisdiction for the corporation.

GIVEN under my hand and seal his 6th day of July, 2016.

William R O'Connor
Notary Public
293197

My commission expires: 2/29/20

